

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

| | | |
|---|---|------------------------------------|
| In the Matter of |) | |
| |) | |
| i-wireless, LLC |) | |
| <i>Licensee</i> |) | |
| |) | |
| Genie Global Inc. and The Kroger Co. |) | IBFS File No. ITC-214-_____ |
| <i>Transferors</i> |) | |
| |) | |
| and |) | |
| |) | |
| Sprint Corporation |) | |
| <i>Transferee</i> |) | |
| |) | |
| Application for Consent to Transfer Control |) | |
| of a Company Holding International Section |) | |
| 214 Authority Pursuant to the Communications |) | |
| Act of 1934, as Amended |) | |

ATTACHMENT 1 TO APPLICATION FOR TRANSFER OF CONTROL

i-wireless, LLC (“i-wireless” or the “Company”), Genie Global, Inc. (“Genie”), The Kroger Co. (“Kroger”), and Sprint Corporation (“Sprint”), for itself and its subsidiaries, (together with i-wireless, Genie, Kroger, and Sprint, the “Applicants”) hereby respectfully request authority pursuant to section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and sections 63.24(c) and (e) of the Commission’s rules, 47 C.F.R. §§ 63.24(c)/(e), for a transaction that will result in the transfer of control of i-wireless and its international section 214 authorization from Genie and Kroger to Sprint.¹

¹ This transaction also will involve the *pro forma* assignment of international wireless customer accounts from Virgin Mobile USA, L.P. (“Virgin Mobile”), a wholly owned subsidiary of Sprint, to i-wireless, which will become a majority-owned subsidiary of Sprint as a result of this

i-wireless, currently jointly owned by Genie and Kroger, provides commercial mobile radio services (“CMRS”) to consumers throughout the United States. The Company also is designated as an eligible telecommunications carrier (“ETC”) to provide wireless Lifeline services in 38 states and the District of Columbia.² Sprint, through its subsidiaries, offers a comprehensive range of wireless and wireline voice and data products and services. As discussed in more detail below, the Applicants have entered into an agreement pursuant to which Sprint will acquire an indirect 70 percent interest in i-wireless (the “Transaction”). Kroger and Genie will each retain half of the remaining 30 percent interest in i-wireless.

The Applicants seek streamlined treatment for this Application pursuant to section 63.12 of the Commission’s rules. *See* 47 C.F.R. § 63.12. This Application qualifies for streamlined treatment under section 63.12(c)(1)(ii) of the Commission’s rules because the foreign carriers with which Applicants will be affiliated after closing are not monopoly providers and, specifically, lack 50 percent market share in the international transport and local access markets on the foreign end of the route. Consequently, the Applicants qualify for a presumption of non-dominance pursuant to 47 C.F.R. § 63.10(a)(3).

I. DESCRIPTION OF THE APPLICANTS

A. i-wireless, Kroger and Genie

i-wireless (FRN: 0015302078) is a limited liability company organized under the laws of North Carolina. Its principal place of business is 1 Levee Way, Suite 3104, Newport, KY

Transaction. This *pro forma* assignment will be subject to the post-closing notification procedures of 47 C.F.R. § 63.24(f).

² The Applicants are aware that separate approval of the Transaction must be obtained through the Commission’s Wireline Competition Bureau in connection with i-wireless’ approved compliance plan and designation as an ETC in states which default to the Commission for wireless ETC designations.

41071. i-wireless provides domestic and international CMRS to customers in 42 states and the District of Columbia and holds international section 214 authority from the Commission.³ The Company has been designated as a wireless ETC to provide Lifeline services to low-income consumers in 38 states and the District of Columbia.

i-wireless is jointly owned by Genie, a Delaware corporation, and Kroger (NYSE: KR), one of the world's largest food retailers with operations in 35 states and the District of Columbia. i-wireless has no interest-holders or subsidiaries that offer domestic or international telecommunications services. The Company is not a foreign carrier and is not affiliated with foreign carriers in any market. A diagram showing the current corporate structure of i-wireless is provided as **Exhibit A**.

B. Sprint

Sprint (NYSE: S) (FRN: 0022117618) is a Delaware corporation located at 6200 Sprint Parkway, Overland Park, KS 66251. Through its subsidiaries, Sprint provides wireless and/or wireline voice and data products and services to residential, business, government and reseller consumers throughout the United States and globally. Through intermediary entities, majority ownership of Sprint and its subsidiaries is held by Softbank Group Corp., a Japanese holding company.⁴ A diagram showing the current corporate structure of Sprint is provided as **Exhibit B**.

³ See File No. ITC-214-20060724-00363 (granting authority to provide global or limited global facilities-based and resold international services, issued on March 27, 2007). The Company also holds such authorizations and registrations as may be required by individual states to operate as a wireless reseller.

⁴ The current ownership of Sprint and its licensee subsidiaries was approved by the Commission in July 2013 following a thorough review of the public interest merits. Full CFIUS and federal agency ("Team Telecom") reviews were conducted as well, in view of the proposed majority ownership by a foreign entity. Following these reviews, the Commission concluded that SoftBank Group Corp.'s acquisition of the Sprint companies was in the public interest and noted several benefits likely to result with respect to market growth and innovative development of service offerings. *Applications of SOFTBANK CORP., Starburst II, Inc., Sprint Nextel*

II. DESCRIPTION OF THE TRANSACTION – ANSWER TO QUESTION 13:

Pursuant to the terms of a Formation Agreement (“Agreement”) dated April 29, 2016, Applicants intend to combine their resources in a wireless services partnership that can respond both competitively and proactively to the Commission’s vision for a modernized Lifeline program.⁵

At closing, Sprint will acquire 70 percent of the indirect interests in i-wireless, resulting in control of the i-wireless section 214 authorization and international service operations. The remaining 30 percent interest in i-wireless will continue to be held in equal shares by Genie and Kroger, through a newly-formed holding company. The transaction will be essentially imperceptible for i-wireless’ customers. All existing customers of i-wireless will continue to be served by i-wireless pursuant to its existing international section 214 authorization.⁶

A diagram of the corporate structure of i-wireless and Sprint post-closing is provided as **Exhibit C**.

III. PUBLIC INTEREST STATEMENT

Pursuant to section 214 of the Act, the Transaction may proceed if the Commission finds that the Transaction serves the public interest, convenience, and necessity. As discussed below,

Corporation, and Clearwire Corporation for Consent to Transfer Control of Licenses and Authorizations; Petitions for Reconsideration of Applications of Clearwire Corporation for Pro Forma Transfer of Control, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd 9642 (2013). Sprint recently petitioned the Commission for an updated section 310(b) declaratory ruling under the rules adopted by the Commission in 2013 (47 C.F.R. §§ 1.990 et seq.), and that petition is pending. See Petition for Declaratory Ruling of Sprint Corporation, IBFS File No. ISP-PDR-20160411-00006 (filed April 11, 2016).

⁵ See *Lifeline and Link Up Reform and Modernization; Telecommunications Carriers Eligible for Universal Service Support; Connect America Fund*, WC Docket Nos. 11-42, 09-197, 10-90, Third Report and Order, Further Report and Order, and Order on Reconsideration, FCC 16-38 (rel. Apr. 27, 2016).

⁶ i-wireless serves its Lifeline customers base under the brand Access Wireless.

the Transaction fully meets this standard because it will yield tangible benefits for the public without harming customers or impairing market competition.

Specifically, the Transaction will benefit consumers, particularly those who participate in the Lifeline program. Combining the resources and expertise of Sprint, a nationwide facilities-based wireless carrier, and i-wireless, an innovative Lifeline service provider, will strengthen i-wireless as a wireless carrier. Going forward, i-wireless will be positioned to compete effectively in the evolving Lifeline market, which needs pioneering service providers. Moreover, this collaboration will strengthen the Company's ability to offer competitive international service plans to its customers.

At the same time, the Transaction will have no adverse effects on customers. Current i-wireless customers will continue to receive the same high-quality services they have always received. If this transaction closes before the new standalone voice performance standard (500 minutes per month) becomes effective on or around December 1, 2016, i-wireless customers who currently receive 250 minutes on their Lifeline service plan will be upgraded to the Assurance Wireless plan, which offers existing subscribers 350 minutes per month.

In addition, the Transaction holds no risk of anticompetitive impact on the international or U.S. domestic telecommunications markets. i-wireless operates solely as a reseller, does not own any network assets that could prove competitively significant, and serves a very small percentage of U.S. wireless subscribers. Thus, Sprint's acquisition of interests in i-wireless will not materially alter the competitive landscape.

IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE COMMISSION'S RULES

The Applicants submit the following information pursuant to section 63.24(e) of the Commission's rule, including the information requested in section 63.18:

(a) Name, address and telephone number of the Applicants:

i-wireless, LLC
1 Levee Way, Suite 3104
Newport, KY 41071
Tel: (513) 478-7529

Genie Global, Inc.
1 Levee Way, Suite 3104
Newport, KY 41071
Tel: (513) 240-9800

The Kroger Co.
1014 Vine St.
Cincinnati, OH 45202-1100
Tel: (513) 762-4000

Sprint Corporation
6200 Sprint Parkway
Overland Park, KS 66251
Tel: 855-848-3280

(b) i-wireless is a North Carolina limited liability company. Genie is a Delaware corporation. Kroger is an Ohio corporation. Sprint is a Delaware corporation.

Answer to Question 10, responding to paragraphs (c) and (d) of Section 63.18:

(c) Correspondence concerning this Application should be sent to:

For i-wireless, Genie, and Kroger:

John J. Heitmann
Joshua T. Guyan
Counsel
KELLEY DRYE & WARREN LLP
3050 K Street NW, Suite 400
Washington, D.C. 20007
Tel: (202) 342-8566
Email: jguyan@kelleydrye.com

For Sprint:

Emily J. H. Daniels
Counsel
Lawler, Metzger, Keeney & Logan, LLC
1717 K Street NW, Suite 1075
Washington, DC 20006
Tel: (202) 777-7700
Email: edaniels@lawlermetzger.com

with a copy to:

Paul McAleese
Chief Executive Officer
i-wireless, LLC
1 Levee Way, Suite 3104
Newport, KY 41071
Email: Paul.McAleese@iwirelesshome.com

with a copy to:

Norina Moy
Director, Government Affairs
Sprint Corporation
900 Seventh St. NW, Suite 700
Washington, DC 20001
Tel: (703) 433-4503
Email: Norina.Moy@sprint.com

- (d) i-wireless holds international section 214 authority, granted in FCC File No. ITC-214-20060724-00363, to operate as a global or limited global facilities-based and resale carrier. Neither Genie nor Kroger holds telecommunications regulatory authority except through their interests in i-wireless. While Sprint does not directly hold any section 214 authority, other Sprint subsidiaries hold over 100 section 214 authorizations to provide international service. None of these authorizations are affected by this Transaction.⁷

Answer to Question 11, responding to paragraph (h) of Section 63.18:

- (h) The following individuals or entities hold a 10 percent or greater equity interest in the Transferee:⁸

Starburst I, Inc.
c/o Sprint Corporation
900 Seventh St. NW, Suite 700
Washington, DC 20001
Place of Organization: United States
Principal Business: Investment holding company
Interest Held: 77.5 percent direct equity interest in Sprint

SoftBank Group Corp.
c/o Sprint Corporation
900 Seventh St. NW, Suite 700
Washington, DC 20001
Place of Organization: Japan
Principal Business: Holding company
Interest Held: 83.4 percent indirect equity interest in Sprint

⁷ See, e.g., Application for Transfer of Control of Sprint Communications Co., L.P., from Sprint Nextel Corporation, Transferor, to SoftBank Corp. and Starburst II, Inc., Transferees, IBFS File No. ITC-T/C-20121116-00306 (filed Nov. 16, 2012), at Exhibit 1 to Attachment 1 (providing a complete listing of the section 214 authorizations held by Sprint's subsidiaries).

⁸ The percentages included here reflect actual interests without application of the Commission's attribution rules. See 47 C.F.R. § 63.18 note to paragraph (h).

Masayoshi Son
c/o Sprint Corporation
900 Seventh St. NW, Suite 700
Washington, DC 20001
Country of Citizenship: Japan
Interest Held: 19.3 percent indirect equity interest in Sprint

Additionally, in an unrelated proposed corporate reorganization,⁹ Sprint is seeking approval for a *pro forma* transaction whereby the following entity will be inserted into the vertical ownership chain above Sprint:

SoftBank International GK (formerly named BM Holdings GK)
c/o Sprint Corporation
900 Seventh St. NW, Suite 700
Washington, DC 20001
Place of Organization: Japan
Principal Business: Investment holding company
Interest to Be Held (subject to FCC approval and completion of proposed reorganization):
60.5 percent indirect equity interest in Sprint

Answer to Question 12, responding to paragraph (h) of Section 63.18:

Interlocking directorates with foreign carriers are listed in Exhibit D.

Answer to Question 14, responding to paragraph (i) of Section 63.18:

- (i) Sprint certifies that it is not a foreign carrier. Sprint is affiliated, as that term is defined by section 63.09 of the Commission's rules, with foreign carriers as noted in Exhibit E.

Answer to Question 15, responding to paragraph (j) of Section 63.18:

- (j) Sprint certifies that neither Sprint nor i-wireless is a foreign carrier. The above-referenced entities that control and/or own more than 25 percent of Sprint also control and/or own more than 25 percent of foreign carriers. Post-closing, Sprint (through its subsidiaries) and i-wireless will provide international telecommunications service to the following destination countries in which they are affiliated with foreign carriers:

| Name of Carrier | Country | WTO Status |
|----------------------------|------------------|------------|
| SoftBank Corp. | Japan | WTO Member |
| BBIX International, Inc. | Japan | WTO Member |
| BBIX HONG KONG PTE LIMITED | Hong Kong, China | WTO Member |

⁹ See Applications for *Pro Forma* Transfer of Control, IBFS File Nos. SES-T/C-20160412-00345 and SES-T/C-20160412-00360, ULS File No. 0007217516 (filed April 11, 2016).

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|-------------------------------------|-----------|------------|
| SOFTBANK TELECOM SINGAPORE PTE LTD. | Singapore | WTO Member |
| BBIX SINGAPORE PTE LTD. | Singapore | WTO Member |

Answer to Question 18, responding to paragraph (k) of Section 63.18:

- (k) Not applicable. All of the foreign carriers identified in the preceding response to (j) are associated with WTO member countries.
- (l) (Reserved)

Answer to Question 16, responding to paragraph (m) of Section 63.18:

- (m) Applicants request classification as a “non-dominant” carrier between the United States and any or all countries listed in response to Question 14. Applicants qualify for non-dominant status pursuant to section 63.10 of the Commission’s rules because pursuant to section 63.10(a)(3), the foreign carrier affiliates identified in the response above are not monopoly providers and, specifically, lack 50 percent market share in the international transport and local access markets on the foreign end of the route.
- (n) As confirmed by the signatures of Applicants’ representatives to this Application, Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route, and they will not enter into such agreements in the future.
- (o) As confirmed by the signatures of Applicants’ representatives to this Application, Applicants certify, pursuant to sections 1.2001 through 1.2003 of the Commission’s rules, that they are not subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Answer to Question 20, responding to paragraph (p) of Section 63.18:

- (p) Applicants request streamlined processing of the international portion of this Application pursuant to section 63.12 of the Commission’s rules, 47 C.F.R. § 63.12. This Application qualifies for streamlined treatment under section 63.12(c)(1)(ii) of the Commission’s rules because the foreign carriers with which Applicants will be affiliated post-closing are not monopoly providers and, specifically, lack 50 percent market share in the international transport and local access markets on the foreign end of the route. Consequently, Applicants qualify for a presumption of non-dominance pursuant to section 63.10(a)(3).

V. CONCLUSION

Based on the foregoing, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by grant of this Application.

Respectfully submitted,

**i-wireless, LLC
Genie Global, Inc.**

/s/ Paul McAleese

Paul McAleese
1 Levee Way, Suite 3104
Newport, KY 41071
(513) 478-7529

The Kroger Co.

/s/ Michael Schlotman

Michael Schlotman
Executive Vice President and Chief Financial Officer
1014 Vine Street
Cincinnati, Ohio 45202
(513) 762-4000

Sprint Corporation

/s/ Charles W. McKee

Charles W. McKee
Vice President, Federal and State Regulatory
900 Seventh St. NW, Suite 700
Washington, DC 20001
(703) 433-3786

Date: June 23, 2016

LIST OF EXHIBITS

| | |
|------------------|---|
| EXHIBIT A | Pre-closing i-wireless Corporate Structure |
| EXHIBIT B | Pre-closing Sprint Corporate Structure |
| EXHIBIT C | Post-closing Sprint and i-wireless Corporate Structure |
| EXHIBIT D | Interlocking Directorate Information |
| EXHIBIT E | Sprint Foreign Affiliates |

Exhibit A

Pre-closing i-wireless Corporate Structure

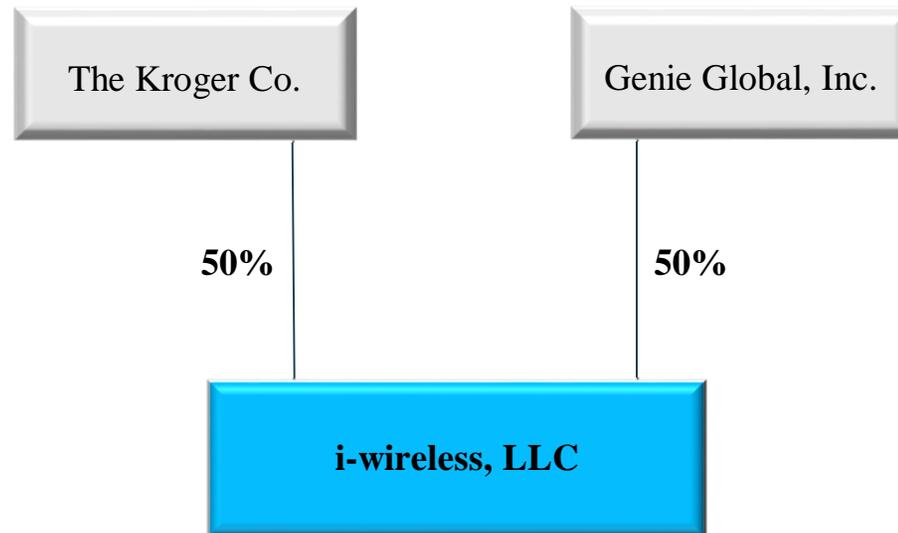


Exhibit B Pre-Closing Sprint Corporate Structure

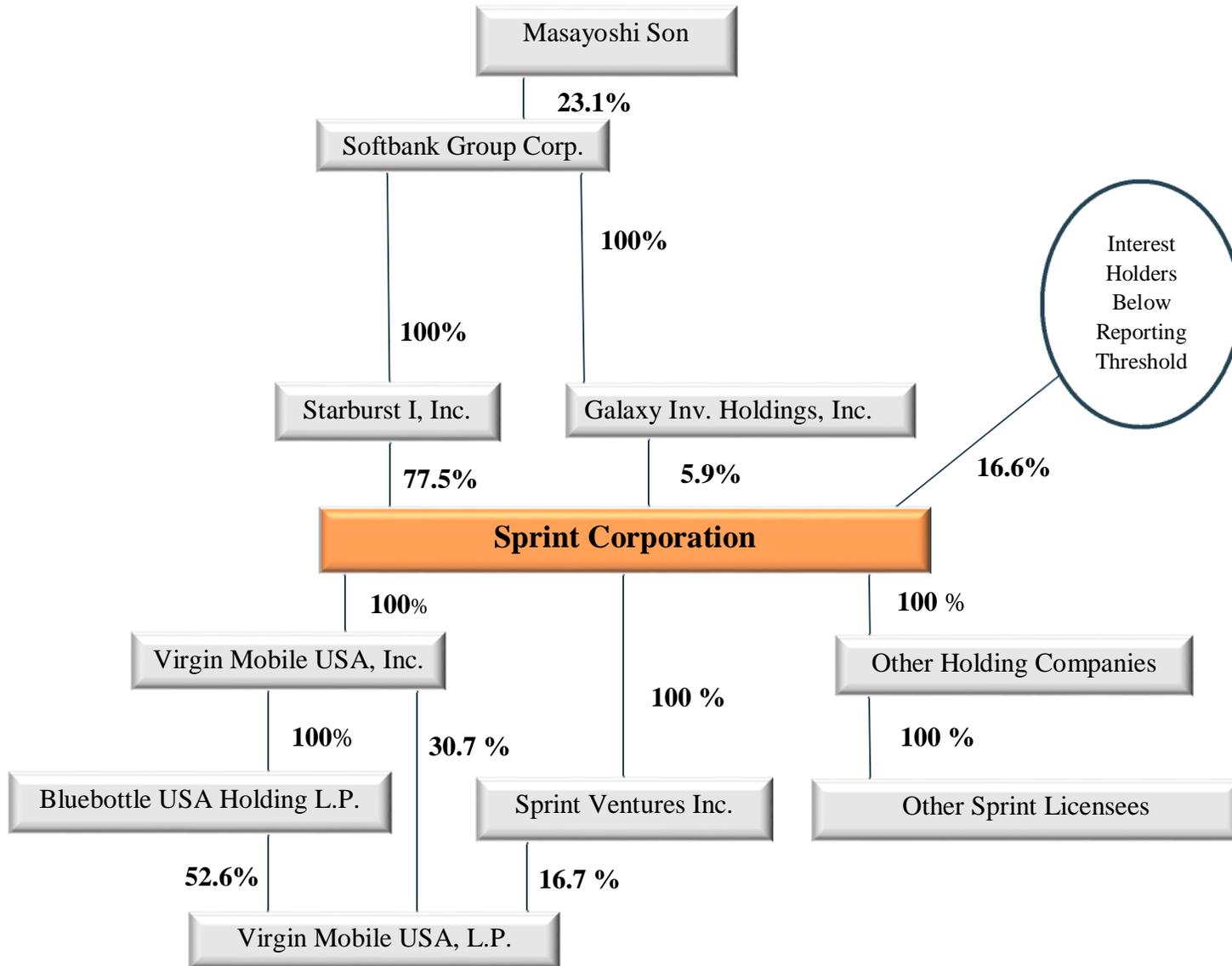


Exhibit C

Post-closing Sprint and i-wireless Corporate Structure

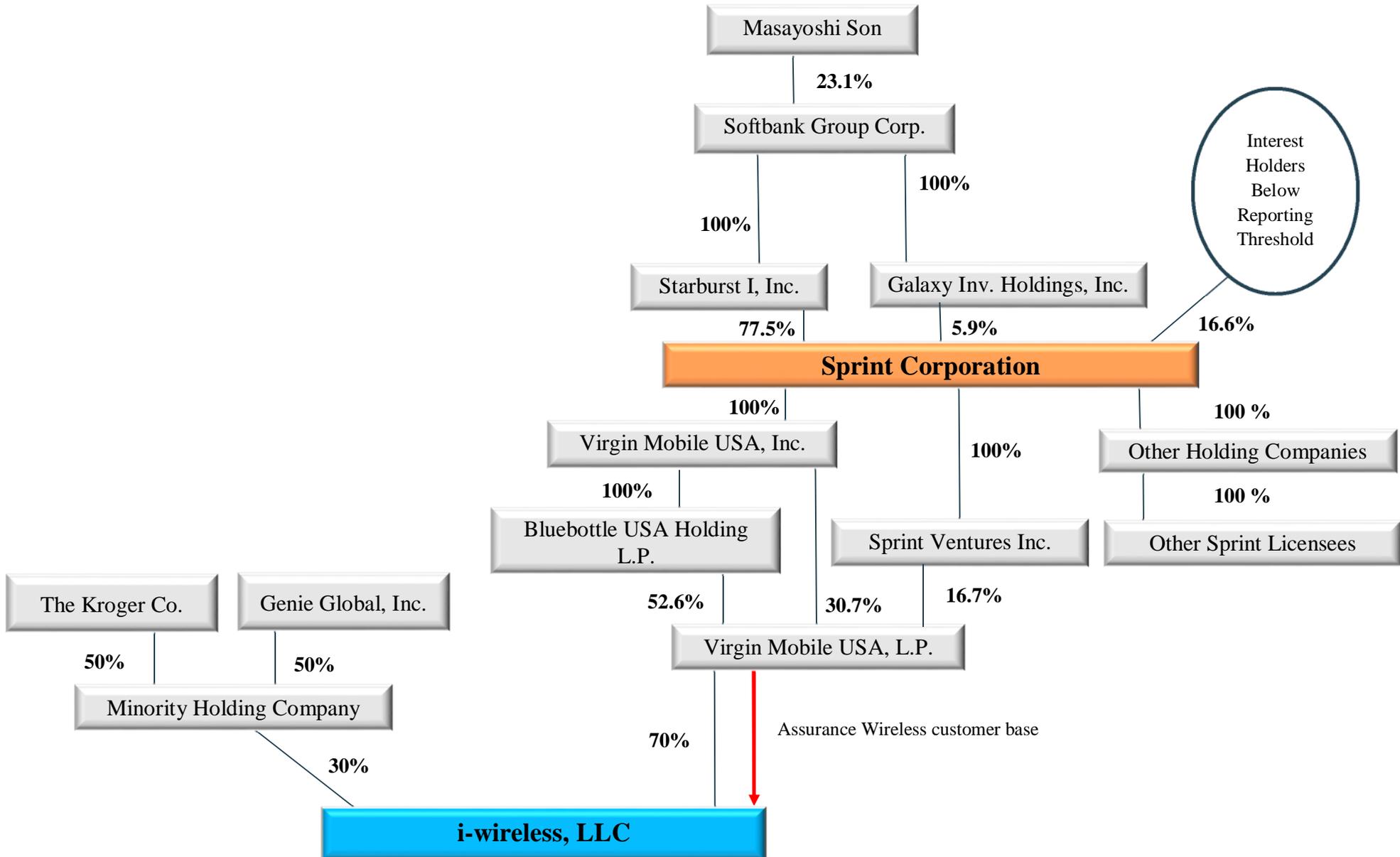


Exhibit D
Interlocking Directorate Information

Answer to Question 12, responding to paragraph (h) of Section 63.18:

Timothy P. O'Grady, Vice President and Corporate Secretary of Sprint Corporation, is also an officer or director of the following foreign carriers:

- Alternate General Manager, Sprint International Colombia Ltda. (in Colombia)
- Director, SprintLink Ireland Ltd (in Ireland)
- Director, Sprint International Holding, Inc (Japanese Branch) (in Japan)

Stefan K. Schnopp, Assistant Secretary of Sprint Corporation is also an officer or director of the following foreign carriers:

- Director, Sprint International Australia Pty Ltd (in Australia)
- Director, Sprint International Austria GmbH (in Austria)
- Manager, SprintLink Belgium BVBA (in Belgium)
- Director, President and Secretary, Sprint International Communications Canada ULC (in Canada)
- Representative, Sprint International Chile Ltda (in Chile)
- General Manager, Sprint International Colombia Ltda. (in Colombia)
- Managing Director, Sprint International Czech Republic S.R.O. (in the Czech Republic)
- Director, SprintLink Denmark ApS (in Denmark)
- President, Sprintlink France SAS (in France)
- Director, SprintLink Germany GmbH (in Germany)
- Director, Sprint Hong Kong Ltd (in Hong Kong)
- Managing Director, Sprint International Hungary (in Hungary)
- Director, SprintLink Ireland Ltd (in Ireland)
- Sole Director, SprintLink Italy S.r.l. (in Italy)
- Director and Representative Director, Sprint International Japan Corporation (in Japan)
- Director, Sprint International Holding, Inc (Japanese Branch) (in Japan)
- Director, Sprint International Korea (in Korea)
- Managing Director, Sprintlink International Malaysia SDN. BHD. (in Malaysia)
- Sole Manager, SIHI Mexico S. de R.L. de C.V. (in Mexico)
- Director, SprintLink Netherlands B.V. (in the Netherlands)
- Director, Sprint International New Zealand (in New Zealand)
- Chairman, Sprint International Norway AS (in Norway)
- President of the Management Board, Sprintlink Poland sp. z o.o. (in Poland)
- Director, Sprint International Communications Singapore Pte Ltd (in Singapore)
- Sole Director, Sprint International Spain, S.L. (in Spain)
- Board Member and Chairman, SIHI Scandinavia AB (in Sweden)
- Manager-President, SprintLink International (Switzerland) GmbH (in Switzerland)
- Director, Sprint International Taiwan Ltd. (in Taiwan)

- Director, Sprint (Thailand) Limited (in Thailand)
- Director, SprintLink UK Ltd (in the United Kingdom)
- Director, Sprint International Venezuela, S.R.L. (in Venezuela)

Masayoshi Son, Chairman of the Board of Directors of Sprint Corporation. He is Chief Executive Officer and Chairman of the Board of SoftBank Group Corp. Mr. Son serves in various capacities within SoftBank's portfolio of companies, including Chairman of SoftBank Corp. (the Japan-based telecommunications operator).

Ronald D. Fisher serves on the Board of Directors of Sprint Corporation. He currently serves as a Director and President of SoftBank Holdings Inc. and serves as a Director of SoftBank Group Corp.

Nikesh Arora serves on the Board of Directors of Sprint Corporation. He also serves as President and Chief Operating Officer of SoftBank Group Corp. and CEO of SB Group US, Inc. Mr. Arora currently serves as a Representative Director of SoftBank Group Corp.

Junichi Miyakawa is an officer of Sprint Corporation. He also serves as a Director of SINGAPORE PTE LTD., BBIX HONG KONG PTE LIMITED, and BBIX International, Inc.

Exhibit E
Sprint Foreign Affiliates

- SoftBank Corp.
- SOFTBANK TELECOM SINGAPORE PTE LTD.
- BBIX SINGAPORE PTE LTD.
- BBIX HONG KONG PTE LIMITED
- BBIX International, Inc.
- Sprint International Argentina SRL (in Argentina)
- Sprint International Australia Pty Ltd (in Australia)
- Sprint International Austria GmbH (in Austria)
- SprintLink Belgium BVBA (in Belgium)
- Sprint Brasil Servicos de Telecomunicacoes Ltda. (in Brazil)
- Sprint International Communications Canada ULC (in Canada)
- Sprint International Chile Ltda (in Chile)
- Sprint International Colombia Ltda. (in Colombia)
- Sprint International Czech Republic S.R.O. (in the Czech Republic)
- SprintLink Denmark ApS (in Denmark)
- Sprintlink France SAS (in France)
- SprintLink Germany GmbH (in Germany)
- Sprint Hong Kong Ltd (in Hong Kong)
- Sprint International Hungary (in Hungary)
- SprintLink Ireland Ltd (in Ireland)
- SprintLink Italy S.r.l. (in Italy)
- Sprint International Japan Corporation (in Japan)
- Sprint International Holding, Inc (Japanese Branch) (in Japan)
- Sprint International Korea (in Korea)
- Sprintlink International Malaysia SDN. BHD. (in Malaysia)
- SIHI Mexico S. de R.L. de C.V. (in Mexico)
- SprintLink Netherlands B.V. (in the Netherlands)
- Sprint International New Zealand (in New Zealand)
- Sprint International Norway AS (in Norway)
- Sprintlink Poland sp. z o.o. (in Poland)
- Sprint RUS LLC (Russia)
- Sprint International Communications Singapore Pte Ltd (in Singapore)
- Sprint International Spain, S.L. (in Spain)
- SIHI Scandinavia AB (in Sweden)
- SprintLink International (Switzerland) GmbH (in Switzerland)
- Sprint International Taiwan Ltd. (in Taiwan)
- Sprint (Thailand) Limited (in Thailand)
- SprintLink UK Ltd (in the United Kingdom)
- Sprint International Venezuela, S.R.L. (in Venezuela)